

SALERNO FREDERIC V
Form 4
March 15, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SALERNO FREDERIC V

(Last) (First) (Middle)
1515 BROADWAY
(Street)
NEW YORK, NY 10036
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Viacom Inc. [VIA, VIAB]

3. Date of Earliest Transaction
(Month/Day/Year)
03/13/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Class B Common Stock	03/13/2013		M		3,171 A \$ 50.8324	17,383	D
Class B Common Stock	03/13/2013		M		3,171 A \$ 47.0988	20,554	D
Class B Common Stock	03/13/2013		M		3,171 A \$ 41.48	23,725	D
Class B Common Stock	03/13/2013		M		3,171 A \$ 40.67	26,896	D

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Class B Common Stock	03/13/2013	M	1,057	A	\$ 29.14	27,953	D
Class B Common Stock	03/13/2013	M	3,721	A	\$ 41.55	31,674	D
Class B Common Stock	03/13/2013	S	17,462	D	\$ <u>(1)</u> 62.4176	14,212	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Director Stock Option (Right to Buy) ⁽²⁾	\$ 50.8324	03/13/2013		M	3,171	⁽³⁾ 01/31/2014	Class B Common Stock	3,171	
Director Stock Option (Right to Buy) ⁽²⁾	\$ 47.0988	03/13/2013		M	3,171	⁽³⁾ 01/31/2015	Class B Common Stock	3,171	
Director Stock Option (Right to Buy) ⁽²⁾	\$ 41.48	03/13/2013		M	3,171	⁽³⁾ 01/31/2016	Class B Common Stock	3,171	
	\$ 40.67	03/13/2013		M	3,171	⁽³⁾ 01/31/2017		3,171	

Director Stock Option (Right to Buy) <u>(2)</u>								Class B Common Stock	
Director Stock Option (Right to Buy) <u>(2)</u>	\$ 29.14	03/13/2013	M	1,057	<u>(3)</u>	01/31/2020		Class B Common Stock	1,057
Director Stock Option (Right to Buy) <u>(4)</u>	\$ 41.55	03/13/2013	M	3,721	<u>(3)</u>	01/31/2021		Class B Common Stock	3,721

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SALERNO FREDERIC V 1515 BROADWAY NEW YORK, NY 10036	X			

Signatures

/s/ Frederic V.
Salerno

03/15/2013

 Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$62.40 to \$62.52, inclusive. The Reporting Person undertakes to provide to the staff of the Securities and Exchange Commission, the Issuer or a stockholder of the Issuer, upon request, full information regarding the number of shares sold at each separate price.
- (1) Granted under the Viacom Inc. 2006 Stock Option Plan for Outside Directors for no consideration.
- (2) Granted under the Viacom Inc. 2006 Stock Option Plan for Outside Directors for no consideration.
- (3) Current.
- (4) Granted under the Viacom Inc. 2011 Stock Option Plan Plan for Outside Directors for no consideration.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.